

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

June 27, 2022 (June 26, 2022)
Date of Report (date of earliest event reported)

BROOKLINE CAPITAL ACQUISITION CORP.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39488
(Commission
File Number)

85-1260244
(I.R.S. Employer
Identification Number)

280 Park Avenue, Suite 43W
New York, NY 10017
(Address of principal executive offices)

(646) 603-6716
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Units, each consisting of one share of Common Stock, one-half of one Redeemable Warrant	BCACU	The Nasdaq Stock Market LLC
Common Stock, par value \$0.0001 per share	BCAC	The Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Common Stock for \$11.50 per share	BCACW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On June 26, 2022, Brookline Capital Acquisition Corp., a Delaware corporation (“BCAC”), entered into Amendment No. 1 (the “Amendment”) to the Business Combination Agreement dated as of March 17, 2022 among BCAC, Project Barolo Merger Sub, Inc., a Delaware corporation, and Apexigen, Inc., a Delaware corporation (the “Business Combination Agreement”), in order to increase the number of directors of the BCAC Board and the board of directors of the Surviving Corporation upon the Effective Time (such capitalized terms as defined in the Business Combination Agreement) from seven to eight directors, and to increase the number of directors selected by Apexigen from six to seven directors. The Amendment is filed as Exhibit 2.1 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit	Description
2.1	<u>Amendment No. 1 to Business Combination Agreement dated as of June 26, 2022 among Brookline Capital Acquisition Corp., a Delaware corporation, Project Barolo Merger Sub, Inc., a Delaware corporation, and Apexigen, Inc., a Delaware corporation.</u>
104	Cover page Interactive data file (embedded with in the inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 27, 2022

By: /s/ Dr. Samuel P. Wertheimer

Name: Dr. Samuel P. Wertheimer

Title: Chief Executive Officer and Chairman

AMENDMENT NO. 1 TO BUSINESS COMBINATION AGREEMENT

This Amendment No. 1 to Business Combination Agreement dated as of June 26, 2022 (this “**Amendment**”) is among Brookline Capital Acquisition Corp., a Delaware corporation (“**BCAC**”), Project Barolo Merger Sub, Inc., a Delaware corporation (“**Merger Sub**”), and Apexigen, Inc., a Delaware corporation (the “**Company**”). Capitalized terms used but not defined in this Amendment have the meanings assigned to them in the Business Combination Agreement dated as of March 17, 2022 (the “**Business Combination Agreement**”) among BCAC, Merger Sub and the Company.

WHEREAS, pursuant to Section 9.04 of the Business Combination Agreement, the parties desire to amend the Business Combination Agreement as provided in this Amendment;

WHEREAS, the respective boards of directors of BCAC, Merger Sub and the Company have approved this Amendment and the transactions contemplated hereby; and

WHEREAS, the board of directors of each of BCAC and Merger Sub have approved this Amendment and declared it advisable for BCAC and Merger Sub, respectively to enter into this Amendment.

NOW, THEREFORE, in consideration of the foregoing, the parties hereby agree as follows:

SECTION 1. Amendment to the Business Combination Agreement. The first sentence of Section 7.17(a) of the Business Combination Agreement is hereby amended and restated in its entirety as follows:

Upon the Effective Time, the BCAC Board and the board of directors of the Surviving Corporation shall consist of eight (8) members, which shall consist of (i) seven (7) members to be selected by the Company and (ii) one (1) member to be selected by BCAC (it being understood that such members have the necessary skills and credentials to be members of a board of directors of a publicly traded company, a majority of the board shall be considered “independent” under the Stock Exchange requirements and that at least one (1) member shall meet the audit committee financial expert requirement).

SECTION 2. Miscellaneous.

(a) Modification; Full Force and Effect. Except as expressly modified and superseded by this Amendment, the terms, representations, warranties, covenants and other provisions of the Business Combination Agreement are and shall continue to be in full force and effect in accordance with their respective terms.

(b) References to the Business Combination Agreement. Upon the entry into this Amendment, all references to “this Agreement,” “the transactions contemplated by this Agreement,” the “Business Combination Agreement” and phrases of similar import, shall refer to the Business Combination Agreement as amended by this Amendment (it being understood that all references to “the date hereof” or “the date of this Agreement” and phrases of similar import shall continue to refer to March 17, 2022).

(c) Other Miscellaneous Terms. The provisions of Article X (General Provisions) of the Business Combination Agreement shall apply mutatis mutandis to this Amendment, and to the Business Combination Agreement as modified by this Amendment, taken together as a single agreement, reflecting the terms therein as modified hereby.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to Business Combination Agreement to be duly executed and delivered as of the date first above written.

BROOKLINE CAPITAL ACQUISITION CORP.,

By: /s/ Dr. Samuel P. Wertheimer
Name: Dr. Samuel P. Wertheimer
Title: Chief Executive Officer and Chairman

PROJECT BAROLO MERGER SUB, INC.

By: /s/ Dr. Samuel P. Wertheimer
Name: Dr. Samuel P. Wertheimer
Title: President and Treasurer

APEXIGEN, INC.

By: /s/ Xiaodong Yang
Name: Xiaodong Yang
Title: Chief Executive Officer